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PRINCIPLE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 009559 4313232

AUTHORIZATION :

Patricia Pizzi's

COST LIMIT : \$ 337.50

ORDER DATE : July 3, 1996

ORDER TIME : 12:05 PM

ORDER NO. : 009559

CUSTOMER NO: 4313232

CUSTOMER: Dominick F. Miniaci, Esq.
DOMINICK F. MINIACI LAW
OFFICES
821 E. Broward Blvd.

100001888951

Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: HAVANA AT LOEHMANN'S, LIMITED,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION (LIMITED LIABILITY COMPANY)
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

Dmc 7-5-96

FILED
96 JUL -3 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF**

HAVANA AT LOEHMANN'S, LIMITED, L.C.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as the organizers of a limited company to be formed under the Florida Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

ARTICLE I

The name of the company shall be:

HAVANA AT LOEHMANN'S, LIMITED, L.C.

**ARTICLE II
COMMENCEMENT DATE AND DURATION**

This Company shall commence on the date of filing with the Secretary of State, Tallahassee, Florida, in accordance with the provisions of Section 608.409(3)(a) of the Act and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

**ARTICLE III
PURPOSES**

The Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling,

buying, and otherwise dealing with food products and services, including without limitation, the ownership and operation of restaurants under franchise agreements or otherwise featuring sandwiches and related menu items, either directly or indirectly, and all such other activities incidental or useful to the foregoing.

ARTICLE IV PLACE OF BUSINESS

The principal place of business of this Company shall be 2455 East Sunrise Boulevard, Suite 511, Fort Lauderdale, Florida, 33304, and such other place or places as may be designated by the members from time to time.

ARTICLE V REGISTERED AGENT AND OFFICE

The initial registered agent for this Company shall be FRANK J. GALGANO and the address of the registered agent for service of process shall be 2455 East Sunrise Boulevard, Suite 511, Fort Lauderdale, Florida, 33304.

ARTICLE VI CAPITAL CONTRIBUTIONS

(a) **Initial Capital:** The initial capital of this Company shall consist of the sum of cash of ONE HUNDRED AND FIFTY Dollars (\$ 155,000⁰⁰). FIVE THOUSAND

(b) **Additional Capital Contributions:** Additional capital contributions, if any, shall be made by the members and at times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) **Return of Capital:** The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

**ARTICLE VIII
CONTINUATION OF BUSINESS**

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

**ARTICLE IX
MANAGEMENT OF BUSINESS**

The management of this Company shall be vested entirely in its members. The names and addresses of its initial members are as follows:

Name	Address
FRANK J. GALGANO	2455 East Sunrise Blvd., Suite 511 Ft. Lauderdale, FL 33304
MOHAMED MAQUI HANIFF and LEMA HANIFF	1001 West Sunrise Blvd. Ft. Lauderdale, FL 33304
ROBERT MINTZ	2455 East Sunrise Blvd., Suite 511 Ft. Lauderdale, FL 33304

**ARTICLE X
POWERS**

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

**ARTICLE XI
PROPERTY**

(a) **Ownership:** All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title:** The title to all property of the Company shall be held in the name of this Company.

(c) **Conveyances:** The member(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any

and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by members holding a majority in interest of this Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

HAVANA AT LOEHMANN'S, LIMITED, L.C.

BY:  W. D. Hunter

Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII AMENDMENTS

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

ARTICLE XIII REGULATIONS

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as the consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

**ARTICLE XIV
CONTRACTING DEBTS**

No debt shall be contracted nor liability incurred by or on behalf of this Company except by vote of a majority in interest of the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 7 day of June, 1996.


FRANK J. GALGANO


MOHAMED MAQUI HANIFF


LEMA HANIFF


ROBERT MINITZ

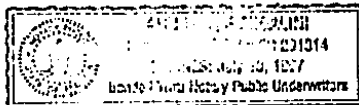
**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority, personally appeared FRANK J. GALGANO, MOHAMED MAQUI HANIFF, LEMA HANIFF and ROBERT MINITZ, to me known to be the people described in and who executed the foregoing Articles of Organization, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Florida this 7 day of June, 1996.


Notary Public, State of
Florida, at Large

My commission expires:



**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT**

FILED

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Having been named Registered Agent and designated to accept service of process for the above-stated Company at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Dated: 5/7/95


FRANK J. GALGANO